

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN AND WESTERN DISTRICTS OF TEXAS  
HOUSTON DIVISION**

IN RE:

Memorial Production Partners L+

CASE NO. 17-30262  
CHAPTER 11

DEBTOR

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**CHAPTER 11 POST-CONFIRMATION REPORT  
FOR THE QUARTER ENDING DECEMBER 2019**

1.  Quarterly or  Final (check one)

2. **SUMMARY OF DISBURSEMENTS\*:**

A. Disbursements made under the plan (itemize on page 3)	\$ <u>                0.00</u>
B. Disbursements not under the plan	\$ <u>16,656,316.00</u>
Total Disbursements	<u>\$ 16,656,316.00</u>

\*ALL DISBURSEMENTS MADE BY THE REORGANIZED DEBTOR, UNDER THE PLAN OR OTHERWISE, MUST BE ACCOUNTED FOR AND REPORTED HEREIN FOR THE PURPOSE OF CALCULATING THE QUARTERLY FEES.

3. Has the order confirming plan become final?  Yes  No

4. Are Plan payments being made as required under the Plan?  Yes  No

5. If "No", what Plan payments have not been made and why?

Please explain: N/A

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6. If plan payments have not yet begun, when will the first plan payment be made? \_\_\_\_\_ (Date)

7. What date did the reorganized debtor or successor of the debtor under the plan assume the business or management of the property treated under the plan? 5/4/2017 (Date)

8. Please describe any factors which may materially affect your ability to obtain a final decree at this time.  
None

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9. Complete the form for Plan Disbursements attached.

10. **CONSUMMATION OF PLAN:**

A. If this is a final report, has an application for Final Decree been submitted\*?

Yes Date application was submitted \_\_\_\_\_  
 No Date when application will be submitted \_\_\_\_\_

\*(If required by Local Rule)

B. Estimated Date of Final Payment Under Plan \_\_\_\_\_

INITIALS _____
DATE _____
UST USE ONLY

I CERTIFY UNDER PENALTY OF PERJURY THAT THE ABOVE INFORMATION IS TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE.

SIGNED: /s/ Denise DuBard  
Denise DuBard  
(PRINT NAME)

DATE: 1/17/2020

**Memorial Production Partners LP, et al.****4Q 2019 Consolidated Cash Flows***Amounts in thousands*

	<b>Oct-19</b>	<b>Nov-19</b>	<b>Dec-19</b>	<b>4Q 2019</b>	
<b>Beginning Cash Balance</b>	\$ -	\$ -	\$ -	\$ -	\$ - 3)
<b>Receipts</b>					
Collections	\$ 7,046	\$ 7,061	\$ 7,168	\$ 21,275	
Other Receipts	-	-	-	-	-
Borrowing	-	-	-	-	-
<b>Total Receipts</b>	<b>\$ 7,046</b>	<b>\$ 7,061</b>	<b>\$ 7,168</b>	<b>\$ 21,275</b>	
<b>Operating Disbursements</b>					
LOE/Capex/Other Op. Ex.	\$ 3,579	\$ 2,773	\$ 5,116	\$ 11,468	
G&A	-	-	-	-	-
Payroll	-	-	-	-	-
Royalties	1,748	-	3,441	5,189	
Taxes	-	-	-	-	-
<b>Total Operating Disbursements</b>	<b>\$ 5,327</b>	<b>\$ 2,773</b>	<b>\$ 8,557</b>	<b>\$ 16,657</b>	
<b>Non-Operating Disbursements</b>					
Restructuring Fees	\$ -	\$ -	\$ -	\$ -	-
Bank Fees	\$ -	\$ -	\$ -	\$ -	-
Debt / Interest Payments	-	-	-	-	-
<b>Total Non-Operating Disbursements</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	
<b>Net Plan Disbursements</b>					
Plan Effects Receipts	\$ -	\$ -	\$ -	\$ -	-
Plan Effects Disbursements	-	-	-	-	-
<b>Total Net Plan Disbursements</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	
<b>Net Cash Flow</b>	<b>\$ 1,719</b>	<b>\$ 4,288</b>	<b>\$ (1,389)</b>	<b>\$ 4,618</b>	
<b>Ending Cash Balance</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>3)</b>

**Notes:**

1) On April 30, 2018, Amplify Energy Corp. and its affiliates (collectively, the "Debtors") filed with the Bankruptcy Court a motion for a final decree and entry of an order closing the chapter 11 cases with respect to each of the Debtors, other than (i) San Pedro Bay Pipeline Company ("SPBPL"), Ch. 11 Case No. 17-30249, (ii) Rise Energy Beta, LLC ("REB"), Ch. 11 Case No. 17-30250, and (iii) Beta Operating Company, LLC ("BOC"), Ch. 11 Case No. 17-30253, (collectively, the "Closing Debtors"). On May 30, 2018 ("Final Decree Date"), the court entered into the final decree closing the chapter 11 cases of the Closing Debtors. For periods after the Final Decree Date, receipts and disbursement activity only reflect the transactions of SPBPL, REB, and BOC, respectively.

2) This Disbursement Summary is unaudited and does not purport to represent financial statements prepared in accordance with generally accepted accounting principles nor are they intended to fully reconcile to the financial statements prepared by Amplify Energy Corp. ("the Company"). Information contained in the Disbursement Summary has been derived from the Company's books and records. Therefore, in order to comply with its obligations to provide quarterly reporting during the Chapter 11 case, the Company has prepared this quarterly report using the best information presently available to it. This Disbursement Summary is true and accurate to the best of the Company's knowledge, information and belief based on current available data. The financial results contained herein are not necessarily indicative of results that may be expected for any other period or for the full year and may not necessarily reflect the consolidated financial results of the Company in the future. The information contained herein is unaudited, limited in scope, and subject to change.

3) Based on centralized cash management practices, almost all disbursements are made by Amplify Energy Operating LLC's (successor entity to Memorial Production Operating LLC) and Beta Operating Company, LLC on behalf of all Debtors with all cash receipts and Cash Balances held in Amplify Energy Operating LLC's main operating account. For periods after the Final Decree Date, the Beginning and Ending Cash Balances is displayed as zero as SPBPL, REB, and BOC have ZBA accounts which sweep cash on a daily basis to the Amplify Energy Operating LLC's main operating account.

## UNITED STATES BANKRUPTCY COURT

CASE NAME: Memorial Production Partners LP, et al.  
CASE NUMBER: 17-30262  
PLAN EFFECTIVE DATE: 5/4/2017

PETITION DATE: 01/16/17  
DISTRICT OF TEXAS: Southern  
DIVISION: Houston

***Disbursement and Fee Summary - 4Q 2019***

Case Number	Entity Name	Disbursements				Fees In USD			
		Oct-19	Nov-19	Dec-19	4Q19 Total	Fee	Balance Due per UST	Difference	
17-30262	Memorial Production Partners LP						-	-	
17-30248	Memorial Production Finance Corporation						-	-	
17-30249	San Pedro Bay Pipeline Company	115,204	118,416	197,076	430,696	4,875	4,874	1	
17-30250	Rise Energy Beta, LLC	3,463,348	2,654,383	4,918,425	11,036,157	110,362	120,325	(9,963)	
17-30251	Rise Energy Minerals, LLC						-	-	
17-30252	Rise Energy Operating, LLC						-	-	
17-30253	Beta Operating Company, LLC	1,748,500	-	3,440,963	5,189,463	51,895	51,744	151	
17-30254	Columbus Energy, LLC						-	-	
17-30255	WHT Carthage LLC						-	-	
17-30256	WHT Energy Partners LLC						-	-	
17-30257	Memorial Energy Services LLC						-	-	
17-30258	Memorial Midstream LLC						-	-	
17-30259	Memorial Production Operating LLC						-	-	
17-30260	MEMP Services LLC						-	-	
17-30261	Memorial Production Partners GP LLC						-	-	
		Total	5,327,052	2,772,799	8,556,465	16,656,316	167,132	176,943	(9,811)

Notes: